

(Department of Corporations Use Only)
Fee Paid \$ _____
Receipt No. _____

DEPARTMENT OF CORPORATIONS
File No. _____

STATE OF CALIFORNIA
DEPARTMENT OF CORPORATIONS
FACING PAGE
FOR
APPLICATION FOR A LICENSE UNDER THE
CAPITAL ACCESS COMPANY LAW

PRE-LICENSE AMENDMENT NO. _____ *POST-LICENSE AMENDMENT NO.* _____

The application **must be TYPEWRITTEN and accompanied** by an application fee of \$1,400. The application (together with the fee payable to the Commissioner of Corporations) must be filed only in the Sacramento Office of the Department of Corporations.

Special Instructions: Any amendment to this application for licensure under the Capital Access Company Law shall be made by a verified pre-license or post-license amendment to the application. A pre-license amendment is required for an amendment to the application prior to licensure; a post-license amendment is required subsequent to licensure. An amendment is made by filing the completed "Facing Page" with the appropriate pre-license or post-license amendment number entered, attaching the pages of that part of the application (including the exhibits) that are revised or changed, and attaching another duly executed and verified "Execution Page". (The Execution Page is found at the end of this application.)

1. Name of Applicant: _____

Fictitious Business Name: _____

2. List the place or places of business at which Applicant will engage in licensed activity. Indicate principal place of business and branch or other office locations: (Attach a separate sheet, if necessary.)

(Number and Street) (City) (County) (State) (Zip)

("d.b.a." or fictitious business name) (Name of person in charge of business location)

3. Applicant is organized and will do business as (check as applicable):

☐ a corporation

☐ a partnership

☐ trust

☐ a limited liability company

☐ a limited partnership

☐ other (please specify) _____

[The application continues on the following, separate pages.]

4. Complete the following:

Applicant was organized on _____.
(Date)

The **FULL** first, middle (if no middle name, so indicate) and last name, and complete business address **MUST** be given for each person named below: (Attach additional sheets, if necessary.)

General Partners:

_____ (Name)	_____ (Business Address)
_____ (Name)	_____ (Business Address)
_____ (Name)	_____ (Business Address)

President/Chief Executive Officer:

_____ (Name)	_____ (Business Address)
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Executive Vice President/Vice President:

_____ (Name)	_____ (Business Address)
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Secretary:

_____ (Name)	_____ (Business Address)
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Treasurer/Chief Financial Officer:

_____ (Name)	_____ (Business Address)
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Other Principal Officers:

_____ (Name and Title)	_____ (Business Address)
_____ (Name and Title)	_____ (Business Address)
_____ (Name and Title)	_____ (Business Address)

Director(s):

(Name)	(Business Address)
(Name)	(Business Address)
(Name)	(Business Address)

Manager(s)/Member(s) [i.e., a manager member of an association, or a manager appointed or elected by the members of a limited liability company]:

(Name)	(Business Address)
(Name)	(Business Address)
(Name)	(Business Address)

Trustee(s):

(Name)	(Business Address)
(Name)	(Business Address)
(Name)	(Business Address)

Employees who have access to or responsibility for funds held by the applicant:

(Name and Title)	(Business Address)
(Name and Title)	(Business Address)
(Name and Title)	(Business Address)

Any person (other than those persons listed above) that owns or controls, directly or indirectly, the power to direct, or cause the direction of, the management and policies of the applicant. If the "person" is a corporation or other business entity, please provide sufficient information to identify the individual(s) in positions of management in, or who own or control, the corporation or business entity. (E.g., the name and business address of the officers, directors, partners, etc.) (See Corporations Code Sections 28035 and 28036):

(Name) (Business Address)

(Name) (Business Address)

5. Provide the following information for the investment adviser(s) who will make recommendations to the applicant with respect to the investment of funds.

a.

(Name) (Business Address)

(Name) (Business Address)

(Name) (Business Address)

- b. Provide the following information for each investment adviser:

1. Is the investment adviser registered under the Investment Advisers Act of 1940?

[] Yes. The investment adviser's SEC File Number: _____

[] No. Explain why and cite the appropriate statutory authority. (E.g., the investment adviser is exempt from registration under Section 203(b)(1) of the Investment Adviser Act of 1940.).

2. Is the investment adviser licensed by the State of California?

[] Yes. The investment adviser's license number: _____

[] No. Explain why and cite the appropriate statutory authority. (E.g., the investment adviser is exempt from licensure under Section 25202 of the Corporate Securities Law of 1968.)

6. a. Furnish the File Number(s) of any other Department of Corporations' license(s) currently held by applicant or affiliates of the applicant: _____
- b. Furnish the license number(s) and description of any state or federal licenses held by the applicant. (E.g., a California real estate broker's license.): _____.

7. The applicant's fiscal year end is: _____

Note: If you **DO NOT** designate a fiscal year end, the Department of Corporations will record your fiscal year end as December 31.

8. If any person other than the applicant makes or keeps any of the books, accounts, or other records of the applicant, provide the following information:

_____	_____
(Name)	(Business Address)

(Relationship to applicant)	

9. The following items **MUST BE** provided as Exhibits to the application:

EXHIBIT A. A statement of financial solvency supported by an audited financial statement dated not more than 90 days from the date this application is filed with an unqualified opinion prepared by an independent certified public accountant in accordance with generally accepted accounting principles reflecting the required minimum tangible net worth of \$250,000, the minimum \$5,000,000 to invest, and the financial resources to pay the (company's) expenses in transacting business for at least 3 years from the date of licensure.

EXHIBIT B. A copy of the fidelity bond (including any riders). A certified copy of the bond and any riders shall be filed with the Commissioner within 10 days of its execution. [See Rule 280.400.]

EXHIBIT C. For each person named in Item 4 of this application, please furnish the following:

1. A Statement of Identity and Questionnaire*,
2. Fingerprint Card*, and
3. Notice of Officers, Directors, Partners, "Control" Persons, Managers, Members, Trustees, and Employees of a Capital Access Company*. [See Rule 280.153.]

* These documents shall be treated by the Department of Corporations as being received in confidence pursuant to paragraph (4) of subdivision (d) of Section 6254 of the Government Code.

EXHIBIT D. A detailed plan of business that includes at a minimum the following items:

1. Describe in sufficient detail the business activities of the applicant, including but not limited to, the applicant's proposals to appoint officers, sell securities, obtain financing or purchase securities of small business firms .
2. Information as to the education, financial condition and business experience, and criminal convictions of the following:
 - a. Any person that owns or controls, directly or indirectly, 10 percent or more of any class of stock or other voting securities of the applicant.

- b. Any person that controls, directly or indirectly, the election of 25 percent or more of the members of the board of directors, executive committee, or other policy committee of the applicant.
 - c. Any person or entity that has the ability to control the management of the applicant.
- 3. A description of any disciplinary actions filed against any other license under which the applicant conducts its business.
- 4. A description of any adverse judgments entered in court actions filed against the applicant based upon allegations of fraud, misrepresentation, or dishonesty in the conduct of the applicant's business.
- 5. A listing of all material judgments filed against the applicant, and the disposition of each material judgements.
- 6. A listing of all bankruptcy petitions filed by the applicant for the preceding five years, and the disposition of each bankruptcy petition.
- 7. Has any person listed in Item 4 violated* any provision of the Corporate Securities Law of 1968 (or the rules of the Commissioner of Corporations thereunder), the Securities Act of 1933, the Securities Exchange Act of 1934 , the Small Business Investment Company Act of 1958, the Investment Company Act of 1940 (or any rules of the Securities and Exchange Commission), or the Business and the Industrial Development Corporation Law (or the rules of the Commissioner of Financial Institutions thereunder). If the answer is "yes", set forth below the name(s) of the state(s) or foreign country(ies), the specific provision(s) of the law(s) and rule(s), and the date(s) and disposition(s) of the violation(s). (Attach additional sheets, if necessary.)

* For the purposes of this question, "violated" means that the applicant: (1) either has been convicted or pled nolo contendere to a felony or misdemeanor; (2) has been held liable in a civil action by final judgment; (3) is or has been permanently or temporarily enjoined by order, judgment or decree of any court of competent jurisdiction; and (4) is or has been subject to any order of a commission or administrator under any law or rule referred to in this question. If the conviction has been overturned or reversed on appeal, provide a copy of the order and any other documents necessary to explain the final disposition.

- 8. A list of officers, directors, partners, members, trustees, employees, or other persons owning or controlling, directly or indirectly, 10 percent or more of the outstanding interests or equity securities of the applicant who has, within the last 10 years:
 - a. Been convicted of, or plead nolo contendere to, a crime; or

b. Committed any act involving dishonesty, fraud or deceit,

if the crime or act is substantially related to the qualifications, functions, or duties of a person engaged in business in accordance with this Law.

EXHIBIT E. Complete the form entitled “Customer Authorization of Disclosure of Financial
must be TYPEWRITTEN and signed by a person authorized to sign on
behalf of the applicant.

EXHIBIT F. If the applicant will be doing business under a fictitious business name, provide a copy of the Certificate of Filing and Proof of Publication, both of which bear the County Clerk’s filing stamp. Refer to Section 17000 of the Business and Professions Code for the requirements of filing this statement.

EXHIBIT G. Submit a copy of applicant’s organizational documents and any amendments thereto. (E.g., Articles of Incorporation, Bylaws, Articles of Organization, Articles of Partnership, etc.)

EXHIBIT H. Provide the following if the applicant is a subsidiary:

1. A statement disclosing the ultimate parent corporation’s name and state where incorporated.
2. A statement disclosing whether applicant has or will have other licensed locations or affiliates in California operating under a similar plan or business.
3. A statement disclosing the complete business address and telephone number of applicant’s management officer in California. If none, so indicate.

EXHIBIT I. Submit a copy of the applicant’s conflict of interest policies and procedures to demonstrate compliance with Sections 28820, 28822, 28823, 28824, 28825, 28826, 28827, 28828 and 28829 of the Corporations Code.

EXHIBIT J. Submit a copy of any contracts that the applicant has entered into with any investment adviser(s). (See Section 28212 of the Corporations Code.)

EXHIBIT K. Submit a consent to service of process from applicant and for applicant’s parent organization and/or all of the applicant’s subsidiaries in the form stated in Rule 280.152. Service made pursuant to the terms of the consent to service of process shall have the same force and validity as if served personally on the applicant.

EXHIBIT L. By signing the application as provided for on the Execution Page, the applicant agrees (or attests) to the following:

1. To maintain staff adequate to meet the requirements of the Capital Access Company Law, as prescribed by rule or order of the Commissioner of Corporations.
2. To keep and maintain for 60 months the business records and other information required by law or rules of the Commissioner of Corporations regarding any activities undertaken in the course of the conduct of its business.

3. To file with the Commissioner of Corporations any report or applications required under law or rule or order of the Commissioner of Corporations, including, but not limited to: Surrender of License Application and Applications to Acquire Control, Merge With, or Purchase or Sell All or Substantially All of the Licensee's Business or of the Business of any of the Licensee's Offices to Another Licensee.
4. To file with the Commissioner of Corporations an amendment to this application prior to any material change in the information contained in the application for licensure, including, without limitation, the plan of operation.
5. To notify the Commissioner of Corporations, in writing, by certified mail, return receipt requested, prior to opening a branch office in this state or changing its business location(s) or the location(s) of any branch office(s) from which activities subject to the Capital Access Company Law are conducted.
6. To comply with the provisions of the Capital Access Company Law, Section 6(a)(5) of the Investment Company Act of 1940, the Corporate Securities Law of 1968, and with any order or rule of the Commissioner of Corporations.
7. To submit to periodic and nonroutine examinations by the Commissioner of Corporations and to pay any required fees associated with examinations, audits, or investigations conducted by the Department of Corporations, as required by the Capital Access Company Law.
8. To advise the Commissioner of Corporations by amendment to this application of any material judgment filed against, or bankruptcy petition filed by, the applicant within five days of the filing.
9. Hereby attests that the applicant will ensure compliance with the conflict of interest provisions outlined in Sections 28820-28829 of the Corporations Code.
10. Hereby attests that the officers, directors, partners, trustees and members have read and understand the Capital Access Company Law and rules adopted thereunder.
11. Hereby attests that the applicant has complied with all applicable state and federal tax return filing requirements for the past three years or has filed with the Commissioner of Corporations an independent certified public accountant's or attorney's statement as to why no return was filed.
12. Hereby attests that the applicant has not committed a crime under the laws of any state or the United States, involving moral turpitude, misrepresentation, fraudulent or dishonest dealing, or fraud and has disclosed to the Commissioner of Corporations any final judgment entered against it in a civil action upon grounds or allegations of fraud, misrepresentation, or deceit.
13. Hereby attests that the applicant has not engaged in conduct that would be cause for denial of a license.

14. Hereby attests that the applicant will submit the economic benefit surveys and questionnaires to the Trade and Commerce Agency in compliance with Section 28506 of the Capital Access Company Law.
15. Hereby attests that the applicant is not insolvent.
16. Hereby attests that the applicant has acted with due care and competence in performing any act for which it is required to hold a license under the Capital Access Company Law.
17. Hereby attests that the applicant will comply with all applicable requirements of California and federal law, including the Corporate Securities Law of 1968.
18. Hereby attests that the applicant's organizational documents will include the provisions required in Section 28200 of the Capital Access Company Law.
19. Hereby attests that the applicant will not engage in any business other than the following:
 - a. The business of providing financial assistance through the purchase of securities of small business firms doing business or proposing to do business wholly or substantially in this state.
 - b. The business of providing managerial assistance (including managerial and technical assistance) to small business firms doing business or proposing to do business wholly or substantially in this state.

[The next page is the Execution Page.]

EXECUTION PAGE

Please indicate the name, address, title, and telephone number of the person who should be contacted for information regarding this application. The license will be mailed to this person unless otherwise instructed.

Attention: _____
(Name) (Title) (Telephone Number)

(Number and Street) (City) (State) (Zip Code)

In the event of the issuance of a license, applicant agrees to comply with the requirements of the Capital Access Company Law and rules adopted, and orders issued, by the Commissioner of Corporations, and further agrees that in the event of any change of its officers, directors, or any persons named in this application, that a verified amendment to the application reflecting such change shall within fifteen business days from the date of the change, be filed with the Commissioner of Corporations setting forth the change, the effective date of the change, the names of the persons involved in the change, and a statement of the qualifications of each successor person.

WHEREFORE, applicant requests that a license be issued by the Commissioner of Corporations authorizing applicant to engage in business under the Capital Access Company Law within the State of California.

The applicant has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized.

Applicant: _____

By: _____

(Typed Name)

(Title)

The undersigned, on behalf of the applicant, acknowledges that this application and all exhibits thereto which are not designated as confidential are subject to public inspection pursuant to Section 250.9.1, Chapter 3, Title 10, California Code of Regulations. A request for confidentiality of certain documents may be requested pursuant to Section 250.10. If a request for confidential treatment is granted (or denied), the person making such request will be notified in writing.

I certify (or declare) under penalty of perjury that I have read the foregoing application, including all Exhibits attached thereto, or filed therewith, and know the contents thereof, and that the statements therein are true and correct

Executed at _____
(Signature of Declarant)

Date _____
(Typed Name)

IF EXECUTED OUTSIDE THE STATE OF CALIFORNIA, ATTACH A VERIFICATION EXECUTED AND SWORN TO BEFORE A NOTARY PUBLIC.